

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT
CORPORATION and LAW DEBENTURE
TRUST COMPANY OF NEW YORK,

Plaintiffs,

V.

C.A. No. 04-1494 (JJF)

NORTHWESTERN CORPORATION,

Defendant.

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

v.

C.A. No. 05-499 (JJF)

MICHAEL J. HANSON and ERNIE J. KINDT,

Defendants.

**EMERGENCY CROSS MOTION OF DEFENDANT NORTHWESTERN
CORPORATION FOR AN ORDER TRUNCATING THE NORMAL BRIEFING
SCHEDULE UNDER LOCAL RULE 7.1.2 AND SETTING AN
IMMEDIATE TELEPHONIC HEARING AND FOR AN ORDER THAT
PLAINTIFFS AND THEIR COUNSEL IMMEDIATELY COMPLY WITH THEIR
OBLIGATIONS PURSUANT TO PARAGRAPH 8 OF THE STIPULATED
PROTECTIVE ORDER OF MARCH 21, 2007**

Defendant NorthWestern Corporation (“NorthWestern”) by and through its counsel, hereby submits for consideration on an emergency basis its motion, pursuant to Rule 26 of the Federal Rules of Civil Procedure and Paragraph 8 of the Stipulated Protective Order signed by Judge Farnan on March 21, 2007 [Docket No. 121] (the “Order”), (i) for an order truncating the normal briefing schedule under Local Rule 7.1.2 and setting an immediate telephonic hearing and (ii) for an order that Plaintiffs and their counsel immediately comply with their obligations under Paragraph 8 of the Order and (a) immediately cease making any use of the documents

listed on Exhibit A hereto (the "Designated Documents"); (b) forthwith return any and all copies of the Designated Documents to counsel for NorthWestern or destroy said documents and any and all copies thereof and provide an immediate certification that such destruction has occurred; (c) forthwith destroy any and all notes, memoranda or other work product based upon or derived from the Designated Documents and provide an immediate certification that such destruction has occurred; and (d) that Magten and its counsel be sanctioned for their prior violations of the Order in the amount of the costs incurred by NorthWestern in connection with this Motion, including reasonable attorneys fees. NorthWestern's position and arguments in support of the Motion are set forth in the Memorandum of Law and Affidavit of Joseph D. Pizzurro filed concurrently herewith.

Dated: April 16, 2007

GREENBERG TRAURIG LLP



Victoria W. Counihan (No. 3488)

Dennis A. Meloro (No. 4435)

The Nemours Building

1007 North Orange Street, Suite 1200

Wilmington, DE 19801

(302) 661-7000

and

**CURTIS, MALLET-PREVOST, COLT &
MOSLE LLP**

Joseph D. Pizzurro

Steven J. Reisman

Nancy E. Delaney

101 Park Avenue

New York, NY 10178

(212) 696-6000


Facsimile: (212) 697-1559

Attorneys for NorthWestern Corporation

CERTIFICATION PURSUANT TO DELAWARE RULE 7.1.1

The undersigned attorney hereby certifies, pursuant to Delaware Local Rule 7.1.1, that movant NorthWestern Corporation has made reasonable efforts to reach agreement with opposing counsel on the matters set forth in the Motion to no avail. Evidence of this impasse may be found in the letter of John Brewer, Esq. of April 11, 2007 attached as Exhibit to the Affidavit of Joseph D. Pizzurro, filed consecutively herewith, in which Mr. Brewer made clear that Magten Asset Management Corp. will not honor its obligations under paragraph 8 of the Stipulated Protective Order so ordered by the Court on March 21, 2007 and return or destroy the documents inadvertently produced by NorthWestern Corporation.

Dated: April 16, 2007


Victoria W. Counihan (No. 3488)

CERTIFICATE OF SERVICE

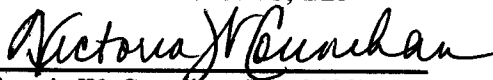
I, Victoria W. Counihan, being duly sworn according to law, deposes and says that I am employed by Greenberg Traurig, LLP, which is counsel for the NorthWestern Corporation, and that on the 16th of April 2007, I caused to be served copies of following upon the parties listed below via Electronic Mail, Hand Delivery upon Local Counsel and via First Class, United States Mail upon the remaining parties.

- Emergency Cross Motion For An Order Truncating The Normal Briefing Schedule Under Local Rule 7.1.2 And Setting An Immediate Telephonic Hearing And For An Order That Plaintiffs And Their Counsel Immediately Comply With Their Obligations Pursuant To Paragraph 8 Of The Stipulated Protective Order Of March 21, 2007;
- Memorandum of Law in Support of Emergency Cross Motion For An Order Truncating The Normal Briefing Schedule Under Local Rule 7.1.2 And Setting An Immediate Telephonic Hearing And For An Order That Plaintiffs And Their Counsel Immediately Comply With Their Obligations Pursuant To Paragraph 8 Of The Stipulated Protective Order Of March 21, 2007;
- Affidavit of Joseph D. Pizzurro, Esq.

| | |
|--|---|
| Dale Dube, Esq. David Carickhoff, Esq. Blank Rome LLP 1201 Market Street, Suite 800 Wilmington DE 19801 (Magten) | Bonnie Steingart, Esq. John W. Brewer, Esq. Gary L. Kaplan, Esq. Fried Frank Harris Shriver & Jacobson LLP One New York Plaza New York NY 10004 (Magten) |
| Kathleen M. Miller, Esquire Smith Katzenstein & Furlow LLP 800 Delaware Avenue, 7th Floor Wilmington, DE 19801 (Law Debenture) | John V. Snellings, Esq. Amanda Darwin, Esq. Nixon & Peabody LLP 100 Summer Street Boston, Massachusetts 02100 (Law Debenture) |
| Neil Glassman, Esq. Charlene Davis, Esq. Eric Suttly, Esq. The Bayard Firm 222 Delaware Avenue, Suite 900 Wilmington DE 19801 (NW Plan Committee) | Alan Kornberg, Esq. Margaret Phillips, Esq. Ephraim Diamond, Esq. Paul Weiss Rifkind Wharton & Garrison LLP 1285 Avenue of the Americas New York NY 10019 (NW Plan Committee) |
| Stanley T. Kaleczyc Kimberly A. Beatty Browning, Kaleczyc, Berry & Hoven, P.C. 139 North Last Chance Gulch P.O. Box 1697 Helena, Mt 59624 (M Hanson/E Kindt) | Denise Seastone Kraft Edwards Angell Palmer & Dodge LLP 919 North Market Street, 15th Floor Wilmington, DE 19801 (M Hanson/E Kindt) |

Date: April 16, 2007

GREENBERG TRAURIG, LLP


Victoria W. Counihan (No. 3488)

The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801
Telephone: 302-661-7000